

EXHIBIT “C”

DEC-12-2007(WED) 19:55

COMMERCE BANK TYSONS CORNER 208 (FAX)7036637620

P. 005/006

Confidential & Private Legal Memorandum

Mr. Daniel Overmyer, President
COPS Suite 1225
410 17th Street West
Denver, Colorado

Monday, December 12, 2007

Dear Daniel:

Thank you so much and your son, Ed for your great hospitality last Friday when I visited your offices in Denver. As a fellow Veteran, I especially enjoyed learning of your WWII experience. As a real Buckeye fan, I also was delighted to learn that you actually played at Dennison under the legendary coach, Woody Hayes.

I have arranged for \$200,000 to be deposited in escrow with specific instructions to pay your firm the \$200,000 upon execution of this addendum to our signed funding agreement. In addition to the \$200,000 above, my Beech Hill Company, Inc. agrees and promises to pay your firm additional sums as agreed upon at the funding of the \$92 Million in Life Settlement Policies & your Stand-by Letter of Guaranty.

My firm will then receive and obtain the necessary \$40 Million in actual cash paid to my firm, Beech Hill Company. When my firm repays said \$40 Million, our Beech Hill Company, Inc. will receive actual possession and full ownership of said \$92 Million in policies. Please sign the attached addendum and FAX back to me ASAP so we may complete the Wire Transfer.

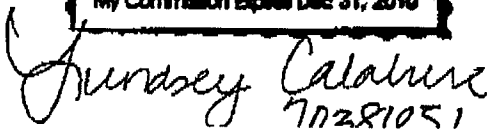
Please let us move forward as quickly as possible to finalize the funding. Thank you again for your help and hospitality. Sincerely,



Thomas J. Ernst, MA, JD
President, Beech Hill Company

Copy to Mr. Gregg Humphries & David J. Bridges

UNOSBY M. CALABRESE
Notary Public
Commonwealth of Virginia
My Commission Expires Dec 31, 2010


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